

FILED
U.S. DISTRICT COURT
2012 JUN 21 P 12:32
DISTRICT OF UTAH
BY: _____
DEPUTY CLERK

WALTER L. WAGNER,

Plaintiff

VS.

PRESTON MICHIE, KENNETH)
FRANCIK, LESLIE COBOS, MARK)
ROBINSON, ANNETTE EMERSON)
STEVE BRYANT, WORLD BOTANICAL)
GARDENS, INC. (WBGI),)

Defendants

Case: 2:11cv00784

**SWORN AFFIDAVIT OF
CALVIN N. ANDRUS IN
SUPPORT OF HIS
APPOINTMENT AS
RECEIVER**

Clark Waddoups, Judge

Paul Warner, Magistrate

SWORN AFFIDAVIT OF CALVIN N. ANDRUS
IN SUPPORT OF APPOINTMENT AS RECEIVER

I, Calvin N. Andrus, affirm, state and declare under penalty of perjury as follows:

I have read the pleadings and affidavits filed herein. It is readily apparent that the current 'management' of WBGI is focused on litigation and has not been working in the interests of the WBGI shareholders.

I am willing and able to serve as a Receiver should this honorable Court choose to appoint me in such capacity. In support of this interest, I note the following:

1. I was instrumental in forming WBGI in 1994 and 1995, having assisted the WBGI founder in his organizational efforts at that time. I met with him extensively over the course of nearly a year to organize the corporation, raise capital, and develop interest in the project in numerous individuals. Thereafter, I left the management of WBGI to the founder, plaintiff Wagner, and all appeared to be going well until circa 2005, when the new 'management team' headed by defendant Francik began its operations of selling off the land that had been acquired in 1994, engaging

itself in numerous lawsuits with the Founder, losing sight of the direction of forming a world-class botanical garden, and depleting its financial resources.

2. I have had extensive experience in the formation of many other companies, and in their management, since my retirement as an Officer in the United States Air Force in 1997.

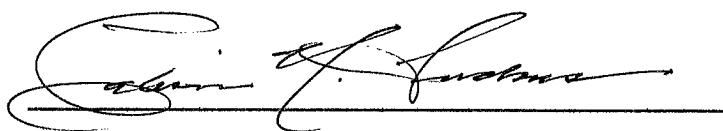
3. I am presently semi-retired, and have adequate time and resources to devote to the management of WBGI.

4. I have formed a General Operating Plan for putting WBGI back on track. Elements of the General Operating Plan include settlement of the lawsuits with the Founder so that further depletion of resources will not occur, re-direction of the company towards its original goal of being a Botanical Garden and development of additional investment capital to buttress the WBGI operations.

5. I have had contacts with several shareholders who would be willing to form a new Board of Directors to replace the existing misdirected board. I have sufficient business acumen and business contacts to successfully complete those objectives, and to place WBGI on a sound footing. One of

the first acts would be to settle the instant complaint in terms favorable to the shareholders, while committing to the plaintiff to prevent future wrongful conduct aimed at him as complained of in this complaint.

DATED: June 18, 2012

A handwritten signature in black ink, appearing to read "Calvin N. Andrus", is written over a horizontal line.

Calvin N. Andrus